

RECORDATION NO 30336 FILED
August 17, 2012 11:58 AM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
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August 17, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D. C. 20423

Dear Ms. Brown

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 22, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45202

Lessee

Solvay Chemicals, Inc.
3333 Richmond Avenue
Houston, TX 77098

A description of the equipment covered by the Memorandum of Lease Agreement consists of 41 railcars numbered SMNX 44058, 44110, 44120, 44123-44151, inclusive, 44153-44158, inclusive, and 44162-44164, inclusive.

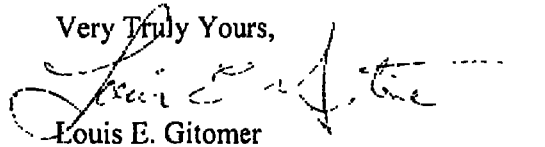
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

Ms. Cynthia T. Brown
August 17, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, and Solvay Chemicals, Inc., 3333 Richmond Avenue, Houston, TX 77098, covering 41 railcars numbered SMNX 44058, 44110, 44120,, 44123-44151, inclusive, 44153-44158, inclusive, and 44162-44164, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", written over a horizontal line.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 22, 2012

between

SOLVAY CHEMICALS, INC.,
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 22, 2012, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor") and SOLVAY CHEMICALS, INC. ("Lessee"), with reference to the following:

- 1 Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No 1 attached hereto

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of June 22, 2012, and Schedule No 1 thereto and incorporating the terms thereof, dated as of June 22, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: *Gerald Whitfield*
Name: Gerald Whitfield
Title: VP

STATE OF OHIO

COUNTY OF

Hamilton

} ss.

On this 22 day of June, 2012, before me appeared Gerald Whitfield, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Paula D. McQueen
Notary Public, State of Ohio
Commission Expires 10-13-2013

Paula D. McQueen
Notary Public

1.6.

SOLVAY CHEMICALS, INC.

By: *Heather Hajdik*

Name. Heather Hajdik

Title: Vice President, Finance

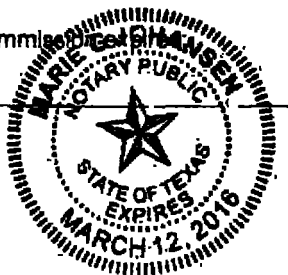
STATE OF TEXAS)
COUNTY OF HARRIS) ss.

On this 22 day of June, 2012, before me appeared Heather Hajdik, the person who signed this instrument, who acknowledged that she is the Vice President, Finance of SOLVAY CHEMICALS, INC and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation

{Seal}

Marie D. Johansen
Notary Public

My commission expires



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

<u>Manufacturer</u>	<u>Model</u>	<u>Car Number</u>
National Steel Car Limited	SMNX	SMNX 44036
National Steel Car Limited	SMNX	SMNX 44039
National Steel Car Limited	SMNX	SMNX 44042
National Steel Car Limited	SMNX	SMNX 44043
National Steel Car Limited	SMNX	SMNX 44044
National Steel Car Limited	SMNX	SMNX 44047
National Steel Car Limited	SMNX	SMNX 44051
National Steel Car Limited	SMNX	SMNX 44052
National Steel Car Limited	SMNX	SMNX 44055
National Steel Car Limited	SMNX	SMNX 44056
National Steel Car Limited	SMNX	SMNX 44057
National Steel Car Limited	SMNX	SMNX 44059
National Steel Car Limited	SMNX	SMNX 44060
National Steel Car Limited	SMNX	SMNX 44061
National Steel Car Limited	SMNX	SMNX 44062
National Steel Car Limited	SMNX	SMNX 44063
National Steel Car Limited	SMNX	SMNX 44064
National Steel Car Limited	SMNX	SMNX 44065
National Steel Car Limited	SMNX	SMNX 44066
National Steel Car Limited	SMNX	SMNX 44067
National Steel Car Limited	SMNX	SMNX 44068
National Steel Car Limited	SMNX	SMNX 44069
National Steel Car Limited	SMNX	SMNX 44070
National Steel Car Limited	SMNX	SMNX 44071
National Steel Car Limited	SMNX	SMNX 44072
National Steel Car Limited	SMNX	SMNX 44073
National Steel Car Limited	SMNX	SMNX 44074
National Steel Car Limited	SMNX	SMNX 44075
National Steel Car Limited	SMNX	SMNX 44076
National Steel Car Limited	SMNX	SMNX 44077
National Steel Car Limited	SMNX	SMNX 44078
National Steel Car Limited	SMNX	SMNX 44079
National Steel Car Limited	SMNX	SMNX 44080
National Steel Car Limited	SMNX	SMNX 44081
National Steel Car Limited	SMNX	SMNX 44082
National Steel Car Limited	SMNX	SMNX 44083
National Steel Car Limited	SMNX	SMNX 44084
National Steel Car Limited	SMNX	SMNX 44085
National Steel Car Limited	SMNX	SMNX 44086
National Steel Car Limited	SMNX	SMNX 44087
National Steel Car Limited	SMNX	SMNX 44088
National Steel Car Limited	SMNX	SMNX 44089
National Steel Car Limited	SMNX	SMNX 44090
National Steel Car Limited	SMNX	SMNX 44091
National Steel Car Limited	SMNX	SMNX 44092
National Steel Car Limited	SMNX	SMNX 44093

National Steel Car Limited	SMNX	SMNX 44094
National Steel Car Limited	SMNX	SMNX 44095
National Steel Car Limited	SMNX	SMNX 44096
National Steel Car Limited	SMNX	SMNX 44097
National Steel Car Limited	SMNX	SMNX 44098
National Steel Car Limited	SMNX	SMNX 44099
National Steel Car Limited	SMNX	SMNX 44100
National Steel Car Limited	SMNX	SMNX 44101
National Steel Car Limited	SMNX	SMNX 44102
National Steel Car Limited	SMNX	SMNX 44103
National Steel Car Limited	SMNX	SMNX 44104
National Steel Car Limited	SMNX	SMNX 44105
National Steel Car Limited	SMNX	SMNX 44106
National Steel Car Limited	SMNX	SMNX 44107
National Steel Car Limited	SMNX	SMNX 44108
National Steel Car Limited	SMNX	SMNX 44109
National Steel Car Limited	SMNX	SMNX 44111
National Steel Car Limited	SMNX	SMNX 44112
National Steel Car Limited	SMNX	SMNX 44113
National Steel Car Limited	SMNX	SMNX 44114
National Steel Car Limited	SMNX	SMNX 44115
National Steel Car Limited	SMNX	SMNX 44116
National Steel Car Limited	SMNX	SMNX 44117
National Steel Car Limited	SMNX	SMNX 44118
National Steel Car Limited	SMNX	SMNX 44119
National Steel Car Limited	SMNX	SMNX 44121

<u>Manufacturer</u>	<u>Model</u>	<u>Car Number</u>
National Steel Car Limited	SMNX	SMNX 44058
National Steel Car Limited	SMNX	SMNX 44110
National Steel Car Limited	SMNX	SMNX 44120
National Steel Car Limited	SMNX	SMNX 44123
National Steel Car Limited	SMNX	SMNX 44124
National Steel Car Limited	SMNX	SMNX 44125
National Steel Car Limited	SMNX	SMNX 44126
National Steel Car Limited	SMNX	SMNX 44127
National Steel Car Limited	SMNX	SMNX 44128
National Steel Car Limited	SMNX	SMNX 44129
National Steel Car Limited	SMNX	SMNX 44130
National Steel Car Limited	SMNX	SMNX 44131
National Steel Car Limited	SMNX	SMNX 44132
National Steel Car Limited	SMNX	SMNX 44133
National Steel Car Limited	SMNX	SMNX 44134
National Steel Car Limited	SMNX	SMNX 44135
National Steel Car Limited	SMNX	SMNX 44136
National Steel Car Limited	SMNX	SMNX 44137
National Steel Car Limited	SMNX	SMNX 44138
National Steel Car Limited	SMNX	SMNX 44139
National Steel Car Limited	SMNX	SMNX 44140
National Steel Car Limited	SMNX	SMNX 44141
National Steel Car Limited	SMNX	SMNX 44142
National Steel Car Limited	SMNX	SMNX 44143
National Steel Car Limited	SMNX	SMNX 44144
National Steel Car Limited	SMNX	SMNX 44145
National Steel Car Limited	SMNX	SMNX 44146
National Steel Car Limited	SMNX	SMNX 44147
National Steel Car Limited	SMNX	SMNX 44148
National Steel Car Limited	SMNX	SMNX 44149
National Steel Car Limited	SMNX	SMNX 44150
National Steel Car Limited	SMNX	SMNX 44151
National Steel Car Limited	SMNX	SMNX 44153
National Steel Car Limited	SMNX	SMNX 44154
National Steel Car Limited	SMNX	SMNX 44155
National Steel Car Limited	SMNX	SMNX 44156
National Steel Car Limited	SMNX	SMNX 44157
National Steel Car Limited	SMNX	SMNX 44158
National Steel Car Limited	SMNX	SMNX 44162
National Steel Car Limited	SMNX	SMNX 44163
National Steel Car Limited	SMNX	SMNX 44164